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| OMB APPROVAL | |
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| Estimated average burden hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* CONTRAN CORP (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700 (Street) DALLAS TX 75240 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol KRONOS WORLDWIDE INC [KRO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2004 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock \$0.01 par value | 05/28/2004 | | J ⁽¹⁾ | | 3,200 | A | \$31 | 16,140,948 | I | by Valhi ⁽²⁾ |
| Common Stock \$0.01 par value | | | | | | | | 24,702,400 | I | by NL ⁽³⁾ |
| Common Stock \$0.01 par value | | | | | | | | 5,180,738 | I | by Tremont ⁽⁴⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* CONTRAN CORP (Last) (First) (Middle) 5430 LBJ FRWY SUITE 1700 (Street) DALLAS TX 75240 (City) (State) (Zip) | | |
|---|--|--|

1. Name and Address of Reporting Person*

[NOA INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VALHI INC /DE/](#)

(Last) (First) (Middle)

5430 LBJ FRWY
STE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NATIONAL CITY LINES INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[NL INDUSTRIES INC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240-2697

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TREMONT LLC](#)

(Last) (First) (Middle)

5430 LBJ FREEWAY
SUITE 1700

(Street)

DALLAS TX 75240

(City) (State) (Zip)

| | | |
|---|---------|------------|
| 1. Name and Address of Reporting Person* | | |
| SIMMONS HAROLD C | | |
| (Last) | (First) | (Middle) |
| THREE LINCOLN CENTRE 5430 LBJ FREEWAY STE 1700 | | |
| (Street) | | |
| DALLAS | TX | 75240-2697 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| DIXIE HOLDING CO | | |
| (Last) | (First) | (Middle) |
| 5430 LBJ FREEWAY SUITE 1700 | | |
| (Street) | | |
| DALLAS | TX | 75240 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| DIXIE RICE AGRICULTURE CORP INC | | |
| (Last) | (First) | (Middle) |
| 5430 LBJ FREEWAY SUITE 1700 | | |
| (Street) | | |
| DALLAS | TX | 75240 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| SOUTHWEST LOUISIANA LAND CO INC | | |
| (Last) | (First) | (Middle) |
| 5430 LBJ FREEWAY SUITE 1700 | | |
| (Street) | | |
| DALLAS | TX | 75240 |
| (City) (State) (Zip) | | |

Explanation of Responses:

1. Open market purchase by Valhi, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
2. Directly held by Valhi, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
3. Directly held by NL Industries, Inc. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.
4. Directly held by Tremont LLC. See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.

Remarks:

Mr. Harold C. Simmons and his spouse directly hold 3,670 and 35,233 shares, respectively, of the common stock of the issuer. Mr. Simmons disclaims beneficial ownership of the shares of the issuer's common stock that his spouse owns. This form is also filed on behalf of Valhi Group, Inc., 5430 LBJ Freeway, Suite 1700, Dallas, TX 75240 By: /s/ A. Andrew R. Louis, Secretary (executed 06/02/04). See the Additional Information filed as an exhibit to this statement for a description of the relationships among the persons joining in this filing.

[A. Andrew R. Louis, Secretary](#) 06/02/2004
for Contran Corporation

[A. Andrew R. Louis, Secretary](#) 06/02/2004
for National City Lines, Inc.

[A. Andrew R. Louis, Attorney-in-fact, for Harold C. Simmons](#) 06/02/2004

A. Andrew R. Louis, Assistant Secretary, for NL Industries, Inc. 06/02/2004
A. Andrew R. Louis, Secretary, for Tremont LLC 06/02/2004
A. Andrew R. Louis, Secretary, for Dixie Holding Company 06/02/2004
A. Andrew R. Louis, Secretary, for Dixie Rice Agricultural Corporation, Inc. 06/02/2004
A. Andrew R. Louis, Secretary, for NOA, Inc. 06/02/2004
A. Andrew R. Louis, Secretary, for Southwest Louisiana Land Company, Inc. 06/02/2004
A. Andrew R. Louis, Secretary, for Valhi, Inc. 06/02/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Additional Information

NL, Industries, Inc. ("NL"), Valhi, Inc. ("Valhi") and Tremont LLC ("Tremont") are the holders of 50.5%, 33.0% and 10.6%, respectively, of the outstanding shares of common stock, par value \$0.01 per share ("Common Stock"), of the issuer.

Valhi and Tremont are the direct holders of approximately 62.3% and 21.1%, respectively, of the outstanding common stock of NL. Valhi is the direct holder of 100% of the membership interests of Tremont. Valhi Group, Inc. ("VGI"), National City Lines, Inc. ("National"), Contran Corporation ("Contran"), the Harold Simmons Foundation, Inc. (the "Foundation"), the Contran Deferred Compensation Trust No. 2 (the "CDCT No. 2") and The Combined Master Retirement Trust (the "CMRT") are the direct holders of approximately 77.6%, 9.1%, 3.1%, 0.9%, 0.4% and 0.1%, respectively, of the outstanding shares of Valhi common stock. National, NOA, Inc. ("NOA") and Dixie Holding Company ("Dixie Holding") are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding common stock of VGI. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding common stock of National. Contran and Southwest Louisiana Land Company, Inc. ("Southwest") are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding common stock of NOA. Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice") is the direct holder of 100% of the outstanding common stock of Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and approximately 88.9% of the outstanding common stock of Southwest.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee, or is held by Mr. Simmons or persons or entities related to Mr. Simmons. As sole trustee of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by the Trusts. Mr. Simmons disclaims beneficial ownership of all Contran shares that the Trusts hold.

Harold C. Simmons is the chairman of the board and chief executive officer of each of the issuer and NL and the chairman of the board of each of Tremont, Valhi, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran.

The Foundation directly holds approximately 0.9% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation.

The CDCT No. 2 directly holds approximately 0.4% of the outstanding shares of Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran is obligated to satisfy the balance of such obligations as they come due. Pursuant to the terms of the CDCT No. 2, Contran (i) retains the power to vote the shares of Valhi common stock held directly by the CDCT No. 2, (ii) retains dispositive power over such shares and (iii) may be deemed the indirect beneficial owner of such shares.

The CMRT directly holds approximately 0.1% of the outstanding shares of Valhi common stock. Valhi established the CMRT to permit the collective investment by master trusts that maintain the assets of certain employee benefit plans Valhi and related companies adopt. Harold C. Simmons is the sole trustee of the CMRT and a member of the trust investment committee for the CMRT. Valhi's board of directors selects the trustee and members of the trust investment committee for the CMRT. Mr. Simmons is a participant in one or more of the employee benefit plans that invest through the CMRT. Harold C. Simmons disclaims beneficial ownership of the shares of Valhi common stock held by the CMRT, except to the extent of his individual vested beneficial interest, if any, in the assets held by the CMRT.

By virtue of the holding of the offices, the stock ownership and his services as trustee, all as described above, (a) Harold C. Simmons may be deemed to control such entities and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of shares directly held by certain of such other entities. However, Mr. Simmons disclaims such beneficial ownership of the shares beneficially owned directly or indirectly by any of such entities, except to the extent of his vested beneficial interest, if any, in shares held by the CMRT and his interest as a beneficiary of the CDCT No. 2. Mr. Harold Simmons disclaims beneficial ownership of all shares of Common Stock that NL, Valhi or Tremont directly holds.

Harold C. Simmons' spouse is the direct owner of 35,233 shares of Common Stock and 69,475 shares of NL common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims all such beneficial ownership.

Harold C. Simmons directly holds 3,670 shares of Common Stock, 30,800 shares of NL common stock (including stock options exercisable for 6,000 shares) and 3,383 shares of Valhi common stock.

Valmont Insurance Company ("Valmont"), NL and a subsidiary of NL directly own 1,000,000, 3,522,967 and 1,186,200 shares of Valhi common stock, respectively. Valhi is the direct holder of 100% of the outstanding common stock of Valmont. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that Valmont, NL and the subsidiary of NL own as treasury stock for voting purposes. For the purposes of the percentage calculations herein, such shares are not deemed outstanding.